FORM D

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

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OMB APPROVAL

3235-0076 OMB Number:

April 30, 2008 Expires:

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Name of Offering (heck if this is an amendment and name has changed, and indicate change.) Series B Preferred Stock and the Common Stock into which it can be converted; Warrants to pur Stock issuable upon exercise; Warrants to purchase Series B Preferred Stock, the Series B Prefer Common Stock into which it can be converted	red Stock issuable upon exercise and the
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) Type of Filing: New Filing Amendment	
A. BASIC IDENTIFICATION DATA	
I. Enter the information requested about the issuer	
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) VizionWare, Inc.	07074251
Address of Executive Offices (Number and Street, City, State, Zip Code) 12708 Riata Vista Circle, Suite A115, Austin, TX, 78727	Telephone Number (Including Area Code) 512-493-9660
Address of Principal Business Operations (If different from Executive Offices) (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
same	
Brief Description of Business Semiconductor Company	
Type of Business Organization	ease specify): PROCESSED
Actual or Estimated Date of Incorporation or Organization: Month Year	AUG 0 9 2007 THOMSON FINANCIAL

GENERAL INSTRUCTIONS

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

- ATTENDION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

> Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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2. Enter the information t						
		suer has been organized w				
						of equity securities of the issuer.
Each executive off	icer and director o	f corporate issuers and of	corporate general and man	aging partners of	partne	ership issuers; and
		of partnership issuers.				
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☑ Director		General and/or Managing Partner
Full Name (Last name first, it Adler, John	findividual)		·			
Business or Residence Addr c/o InterWest, 2710 San	ess (Number and d Hill Rd., Sec	Street, City, State, Zip Co ond Floor, Menlo Par	de) k, CA, 94025			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☑ Director		General and/or Managing Partner
Full Name (Last name first, Campion, Jay	if individual)					
Business or Residence Addr c/o Access Venture Pare	ess (Number and iners, L.P., 878	Street, City, State, Zip Co 7 Turnpike Dr., Suite	ode) 260, Westminster, C	O, 80030		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	☑ Director		General and/or Managing Partner
Full Name (Last name first, Tompkins, Dan	if individual)			·-		
Business or Residence Addr c/o Novus Ventures II, l	ess (Number and L.P., 20111 Ste	Street, City, State, Zip Covens Creck Blvd., Sui	de) te 130, Cupertino, CA	., 95014		
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director		General and/or Managing Partner
Full Name (Last name first, Watkins, Daniel	if individual)				•	
Business or Residence Addr c/o A3 Associates LP, 3	ess (Number and 801 Kirby Driv	Street, City, State, Zip Coe, Suite 740, Houston	de) , TX, 77098			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	□ Director		General and/or Managing Partner
Full Name (Last name first, Woodson, Larry	if individual)					
Business or Residence Addr c/o VisionWare, Inc., 12						
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director		General and/or Managing Partner
Full Name (Last name first, Kucha, Michael	if individual)					
Business or Residence Addr c/o VisionWare, Inc., 12						
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director		General and/or Managing Partner
Full Name (Last name first, Egan, Kenneth	if individual)					
Business or Residence Addr c/o VisionWare, Inc., 12						

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		A. BASIC IDE	NTIRICATION DATA	. Asi	, E		注注
2. Enter the information requeste							
 Each promoter of the issu 							
 Each beneficial owner havi 	ng the power to v	ote or dispose, or dire	ect the vote or disposition of	, 10% or more of a	class	of equity securities of the	issuer.
Each executive officer and	director of corp	orate issuers and of	corporate general and man	aging partners of	partne	rship issuers; and	
 Each general and managi 	ng partner of pa	rtnership issuers.					
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director		General and/or Managing Partner	
Full Name (Last name first, if individ Sheafor, Steve	lual)						
Business or Residence Address (Nu c/o VisionWare, Inc., 12708 Ri							
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director		General and/or Managing Partner	
Full Name (Last name first, if indiv Brehmer, Geoffrey E.	idual)						
Business or Residence Address (Nu c/o VisionWare, Inc., 12708 Ri	mber and Street ata Vista Circle	, City, State, Zip Co e, Suite A115, Aust	de) in, TX, 78727				_
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director		General and/or Managing Partner	
Full Name (Last name first, if indiv Jamison, Ben	idual)						
Business or Residence Address (Nu c/o VisionWare, Inc., 12708 Ri	mber and Street	, City, State, Zip Co e, Suite A115, Aust	de) in, TX, 78727				
Check Box(es) that Apply:	Promoter 🛚	Beneficial Owner	Executive Officer	Director		General and/or Managing Partner	
Full Name (Last name first, if indiv The University of Houston	idual)						
Business or Residence Address (Nu 4800 Calhoun Road, Houston, TX		, City, State, Zip Co	de)				
Check Box(es) that Apply:	Promoter 🗵	Beneficial Owner	Executive Officer	Director		General and/or Managing Partner	
Full Name (Last name first, if indiv Chaddock, Michael	idual)						
Business or Residence Address (Nu 2125 Hilton Head, Round Rock, 7		, City, State, Zip Co	de)				
Check Box(es) that Apply:	romoter 🛚	Beneficial Owner	Executive Officer	Director		General and/or Managing Partner	
Full Name (Last name first, if indiv InterWest Partners VIII, L.P.	idual) and related f	unds					
Business or Residence Address (Nu 2710 Sand Hill Rd., Second Fl	mber and Street oor, Menlo P	, City, State, Zip Co ark, CA 94025, A	de) Attn: John Adler				
Check Box(es) that Apply:	romoter 🛚	Beneficial Owner	Executive Officer	Director		General and/or Managing Partner	
Full Name (Last name first, if indivinovus Ventures II, L.P.	idual)						
Business or Residence Address (Nu 20111 Stevens Creek Blvd., Su	mber and Street	, City, State, Zip Coertino, CA 95014,	de) , Attn: Dan Tompkin				

A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. General and/or Beneficial Owner Executive Officer ☐ Director Promoter Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) A3 Associates LP Business or Residence Address (Number and Street, City, State, Zip Code) 3801 Kirby Drive, Suite 740, Houston, TX, 77098, Attn: Daniel Watkins Beneficial Owner Executive Officer Director General and/or Check Box(es) that Apply: Promoter Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Beneficial Owner Executive Officer Director General and/or Promoter Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) General and/or ☐ Beneficial Owner ☐ Executive Officer Director Promoter Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Beneficial Owner Executive Officer General and/or Director Promoter Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Executive Officer Director General and/or ☐ Promoter Beneficial Owner Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) General and/or Beneficial Owner Executive Officer Director ☐ Promoter Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code)

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				Answer	also in App	endix, Colu	mn 2, if fili	ng under Ul	LOE.				
2.	What is	the minim	num investir	nent that wil	li be accepte	ed from any	individual'.	?				\$ <u>N/A</u>	
												Yes	No I
 Does the offering permit joint ownership of a single unit? Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any 												\boxtimes	لسا
4.	Enter t	he informa	ition reques nilar remun	sted for each	h person wi	ho has been of purchase	n or Will Di rs in connc	e paid or gi ction with sa	iven, directi ales of secur	rities in the	offering.		
	If a per	son to be li	isted is an a	ssociated pe	rson or age	nt of a brok	er or dealer	registered v	with the SE(C and/or wi	th a state		
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\subseteq \) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Amount Already Aggregate Offering Price Sold Type of Security 0 Debt......\$______ 0 \$ Common Preferred Other (Specify _______ \$_____ 0 \$____ Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number Dollar Amount of Purchases Investors 11 \$ 8,197,211.16 Accredited Investors 0 \$ Non-accredited Investors Total (for filings under Rule 504 only).....______ Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1. Dollar Amount Type of Security Sold Type of Offering Rule 505..... Regulation A Total Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

*\$1,351,172.89 of this amount has not been received by the Issuer to date and will not be received until such time, if any, that all of the Warrants authorized in this offering are exercised.

Other Expenses (identify)

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	and total expenses furnished in response	ggregate offering price given in response to Part C — Question to Part C — Question 4.a. This difference is the "adjusted ground of the control of the contr	is	5	<u> 15,715,704.30</u>
5. I	Indicate below the amount of the adjust each of the purposes shown. If the ar	sted gross proceed to the issuer used or proposed to be used for mount for any purpose is not known, furnish an estimate ar e. The total of the payments listed must equal the adjusted gro sonse to Part C — Question 4.b above.	or nd		
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siona	ssuer has duly caused this notice to be	signed by the undersigned duly authorized person. If this notice issuer to furnish to the U.S. Securities and Exchange Commany non-accredited investor pursuant to paragraph (b)(2) of	ce is filed ission, up Rule 502	under Rule on written r	505, the following
lecue	er (Print or Type) onWare, Inc.	Signature	Date July _	, 2007	
	e of Signer (Print or Type)	Title of Signer (Print or Type)			

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

C. OFFERING PRICE, NO	IMBER OF INVESTOR	S, EXPENSIS AND USE OF	PROCES		· 特性 · · · · · · · · · · · · · · · · · ·
and total expenses furnished in response to Part C proceeds to the issuer."	— Question 4.a. This di	Herence is the "adjusted gross	i	s	15,715,704.30
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Acquisition of other businesses (including the v	alue of securities invol	ved in this			
offering that may be used in exchange for the as	ssets or securities of an	Other	□s		
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	D. FEDERAL SI	GNATURE	116.10		A PAGE
is the duly enged this natice to be signed by	the undersigned duly aut	horized person. If this notice	is filed un	ider Rule 5	05, the following
values constitutes on undertaking by the issuer to fi	urnish to the U.S. Secur	ities and Exchange Commis	sion, upon	written re	quest of its staff,
ner (Print or Type)	Signature/	7	Date		
ionWare, Inc.	Show	toli	July. <u>27</u>	2007	
ne of Signer (Print or Type)				·· -	
	b. Enter the difference between the aggregate of and total expenses furnished in response to Part C proceeds to the issuer."	b. Enter the difference between the aggregate offering price given in respond total expenses furnished in response to Part C — Question 4.a. This diproceeds to the issuer." Indicate below the amount of the adjusted gross proceed to the issuer use cach of the purposes shown. If the amount for any purpose is not known to be cached the box to the left of the estimate. The total of the payments listed proceeds to the issuer set forth in response to Part C — Question 4.b at Purchase of real estate. Purchase of real estate. Purchase, rental or leasing and installation of machinery and equipment. Construction or leasing of plant buildings and facilities. Acquisition of other businesses (including the value of securities invol offering that may be used in exchange for the assets or securities of an issuer pursuant to a merger). Repayment of indebtedness. Working capital. Other (specify): Column Totals Total Payments Listed (column totals added). D. FEDERAL Sketisture constitutes an undertaking by the issuer to furnish to the U.S. Securities of the constitutes an undertaking by the issuer to furnish to the U.S. Securities (Print or Type) Signature (Print or Type) Title of Signer (Print or Type)	b. Enter the difference between the aggregate offering price given in response to Part C — Question 1 and total expenses furnished in response to Part C — Question 4.a. This difference is the "adjusted gross proceeds to the issuer." Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above. Salaries and fees. Purchase of real estate. Purchase, rental or leasing and installation of machinery and equipment. Construction or leasing of plant buildings and facilities. Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger). Repayment of indebtedness. Working capital. Other (specify): Column Totals Total Payments Listed (column totals added). D. FEDERAL SIGNATURE Column Totals Signature Signature Signature Signature Signature Title of Signer (Print or Type) Title of Signer (Print or Type)	b. Enter the difference between the aggregate offering price given in response to Part C — Question I and total expenses furnished in response to Part C — Question 4a. This difference is the "adjusted gross proceed to the issuer." Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above. Paymer Offic Director Affilia Salaries and fees. — Salaries and installation of machinery and equipment. — Salaries rental or leasing and installation of machinery and equipment. — Salaries and equipment. — Salaries and equipment of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) — Salaries and Exchange for the assets or securities of another issuer pursuant to a merger — Salaries	and total expenses farmished in response to Part C — Question 4.a. This difference is the "adjusted gross proceed to the issuer" Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shewn. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C — Question 4.b above. Payments to Officers, Directors, & Affiliates

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)